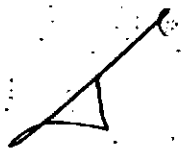


# Pennsylvania Gaming Control Board

## PRINCIPAL ENTITY FORM

Sterling Fiduciary Services, Inc.

SFSI



## INSTRUCTIONS

PENNSYLVANIA GAMING IS GOVERNED BY THE LAWS SET FORTH IN 4 PA.C.S. PART II, ENACTED BY THE ACT OF JULY 5, 2004 (P.L. 572, NO. 71) THE PENNSYLVANIA RACE HORSE DEVELOPMENT AND GAMING ACT (ACT) AS AMENDED AND 58 PA. CODE PART VII, GAMING CONTROL BOARD (REGULATIONS).

AN APPLICATION THAT HAS BEEN ACCEPTED FOR FILING AND ALL RELATED MATERIALS SUBMITTED TO THE PENNSYLVANIA GAMING CONTROL BOARD ("BOARD") SHALL BECOME THE PROPERTY OF THE BOARD AND WILL NOT BE RETURNED TO THE APPLICANT.

UNLESS OTHERWISE PROVIDED FOR IN THE GAMING ACT AND REGULATIONS, EACH PRINCIPAL; PERSON WITH CONTROLLING INTEREST; INSTITUTIONAL INVESTOR AND FINANCIAL BACKER WHO IS AN ENTITY MUST COMPLETE THE PRINCIPAL ENTITY FORM OR THE PRINCIPAL WAIVER FORM - ENTITY.

**PRINCIPAL** - 4 PA.C.S. §1103 DEFINES PRINCIPAL AS "AN OFFICER; DIRECTOR; PERSON WHO DIRECTLY HOLDS A BENEFICIAL INTEREST IN OR OWNERSHIP OF THE SECURITIES OF AN APPLICANT OR LICENSEE; PERSON WHO HAS A CONTROLLING INTEREST IN AN APPLICANT OR LICENSEE, OR HAS THE ABILITY TO ELECT A MAJORITY OF THE BOARD OF DIRECTORS OF A LICENSEE OR TO OTHERWISE CONTROL A LICENSEE; LENDER OR OTHER LICENSED FINANCIAL INSTITUTION OF AN APPLICANT OR LICENSEE, OTHER THAN A BANK OR LENDING INSTITUTION WHICH MAKES A LOAN OR HOLDS A MORTGAGE OR OTHER LIEN ACQUIRED IN THE ORDINARY COURSE OF BUSINESS; UNDERWRITER OF AN APPLICANT OR LICENSEE; OR OTHER PERSON OR EMPLOYEE OF AN APPLICANT, SLOT MACHINE LICENSEE, MANUFACTURER LICENSEE OR SUPPLIER LICENSEE DEEMED TO BE A PRINCIPAL BY THE PENNSYLVANIA GAMING CONTROL BOARD."

**DIRECTOR** - BOARD REGULATIONS DEFINE DIRECTOR AS "A DIRECTOR OF A CORPORATION OR ANY PERSON PERFORMING SIMILAR FUNCTIONS WITH RESPECT TO AN ENTITY, WHETHER INCORPORATED OR UNINCORPORATED."

**OFFICER** - BOARD REGULATIONS DEFINE OFFICER AS "A PRESIDENT, CHIEF EXECUTIVE OFFICER, CHIEF OPERATING OFFICER, SECRETARY, TREASURER, PRINCIPAL LEGAL OFFICER, PRINCIPAL COMPLIANCE OFFICER, PRINCIPAL FINANCIAL OFFICER, COMPTROLLER, PRINCIPAL ACCOUNTING OFFICER, CHIEF ENGINEER OR TECHNICAL OFFICER OF A MANUFACTURER, OR PRINCIPAL SLOT OPERATIONS OFFICER OF A SLOT MACHINE LICENSEE AND ANY PERSON ROUTINELY PERFORMING CORRESPONDING FUNCTIONS WITH RESPECT TO AN ENTITY WHETHER INCORPORATED OR UNINCORPORATED."

**KEY EMPLOYEE** - 58 PA. CODE §401A.3 DEFINES KEY EMPLOYEE AS "ANY INDIVIDUAL WHO IS: (I) EMPLOYED IN A DIRECTOR OR DEPARTMENT HEAD CAPACITY AND WHO IS EMPOWERED TO MAKE DISCRETIONARY DECISIONS THAT REGULATE SLOT MACHINE OPERATIONS IN THIS COMMONWEALTH, INCLUDING THE GENERAL MANAGER AND ASSISTANT MANAGER OF THE LICENSED FACILITY, DIRECTOR OF SLOT OPERATIONS, DIRECTOR OF CAGE AND CREDIT OPERATIONS, DIRECTOR OF SURVEILLANCE, DIRECTOR OF MARKETING, DIRECTOR OF MANAGEMENT INFORMATION SYSTEMS, DIRECTOR OF SECURITY, COMPTROLLER AND ANY EMPLOYEE WHO SUPERVISES THE OPERATIONS OF THESE DEPARTMENTS OR TO WHOM THESE DEPARTMENT DIRECTORS OR DEPARTMENT HEADS REPORT; (II) EMPLOYED BY A SLOT MACHINE LICENSEE OR APPLICANT, MANUFACTURER LICENSEE OR APPLICANT, SUPPLIER LICENSEE OR APPLICANT, CERTIFIED VENDOR OR APPLICANT OR LICENSED JUNKET ENTERPRISE WHOSE DUTIES AFFECT OR REQUIRE CONTACT WITH SLOT MACHINES, SLOT MONITORING SYSTEMS, CASINO MANAGEMENT SYSTEMS, PLAYER TRACKING SYSTEMS AND WIDE- AREA PROGRESSIVE SYSTEMS FOR USE OR PLAY IN THE COMMONWEALTH, WHETHER OR NOT THE INDIVIDUAL IS ASSIGNED TO GAMING OPERATIONS IN THE COMMONWEALTH AND (III) OTHER POSITIONS WHICH THE BOARD WILL DETERMINE BASED ON DETAILED ANALYSES OF JOB DESCRIPTIONS AS PROVIDED IN THE INTERNAL CONTROLS OF THE APPLICANT OR LICENSEE AS APPROVED BY THE BOARD UNDER §1322(C) OF THE ACT (RELATING TO SLOT MACHINE ACCOUNTING CONTROLS AND AUDITS). ALL OTHER GAMING EMPLOYEES UNLESS OTHERWISE DESIGNATED BY THE BOARD, WILL BE CLASSIFIED AS NON-KEY EMPLOYEES."

**CONTROLLING INTEREST** - 4 PA.C.S. §1103 DEFINES CONTROLLING INTEREST AS "FOR A PUBLICLY TRADED DOMESTIC OR FOREIGN CORPORATION, A CONTROLLING INTEREST IS AN INTEREST IN A LEGAL ENTITY, APPLICANT OR LICENSEE IF A PERSON'S SOLE VOTING RIGHTS UNDER STATE LAW OR CORPORATE OR CORPORATE ARTICLES

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OR BYLAWS ENTITLE THE PERSON TO ELECT OR APPOINT ONE OR MORE OF THE MEMBERS OF THE BOARD OF DIRECTORS OR OTHER GOVERNING BOARD OR THE OWNERSHIP OR BENEFICIAL HOLDING OF 5% OR MORE OF THE SECURITIES OF THE PUBLICLY TRADED CORPORATION, PARTNERSHIP, LIMITED LIABILITY COMPANY OR OTHER FORM OF PUBLICLY TRADED LEGAL ENTITY, UNLESS THIS PRESUMPTION OF CONTROL OR ABILITY TO ELECT IS REBUTTED BY CLEAR AND CONVINCING EVIDENCE. FOR A PRIVATELY HELD DOMESTIC OR FOREIGN CORPORATION, PARTNERSHIP, LIMITED LIABILITY COMPANY OR OTHER FORM OF PRIVATELY HELD LEGAL ENTITY, A CONTROLLING INTEREST IS THE HOLDING OF SECURITIES IN THE LEGAL ENTITY, UNLESS THIS PRESUMPTION OF CONTROL IS REBUTTED BY CLEAR AND CONVINCING EVIDENCE."

**INDIRECT OWNERSHIP INTEREST** - BOARD REGULATIONS DEFINE INDIRECT OWNERSHIP INTEREST AS "AN OWNERSHIP INTEREST IN AN ENTITY THAT HAS A DIRECT OWNERSHIP INTEREST IN AN APPLICANT OR LICENSEE, OR A DIRECT OWNERSHIP INTEREST IN AN ENTITY THAT HAS AN OWNERSHIP INTEREST IN AN APPLICANT OR LICENSEE THROUGH ONE OR MORE INTERVENING ENTITIES."

**PUBLICLY TRADED CORPORATION** - 4 PA. CODE §1103 DEFINES PUBLICLY TRADED CORPORATION AS "A PERSON, OTHER THAN AN INDIVIDUAL, WHICH:

- (1) HAS A CLASS OR SERIES OF SECURITIES REGISTERED UNDER THE SECURITIES EXCHANGE ACT OF 1934 (48 STAT. 881, 15 U.S.C. 78A ET SEQ.);
- (2) IS A REGISTERED MANAGEMENT COMPANY UNDER THE INVESTMENT COMPANY ACT OF 1940 (54 STAT. 789, 15 U.S.C. 80A-1 ET SEQ.); OR
- (3) IS SUBJECT TO THE REPORTING OBLIGATIONS IMPOSED BY SECTION 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 BY REASON OF HAVING FILED A REGISTRATION STATEMENT WHICH HAS BECOME EFFECTIVE UNDER THE SECURITIES ACT OF 1933 (48 STAT. 74, 15 U.S.C. 77A ET SEQ.)."

**ENTITY** - BOARD REGULATIONS DEFINE ENTITY AS "A PERSON, OTHER THAN AN INDIVIDUAL."

**INDIVIDUAL** - BOARD REGULATIONS DEFINE AN INDIVIDUAL AS "A NATURAL PERSON."

**UNDERWRITER** - 4 PA. CODE § 1103 DEFINES UNDERWRITER "AS DEFINED IN THE ACT OF DECEMBER 5, 1972 (P.L. 1280, NO. 284), KNOWN AS THE PENNSYLVANIA SECURITIES ACT OF 1972."

**INSTITUTIONAL INVESTOR** - 58 PA. CODE §401A.3 DEFINES AN INSTITUTIONAL INVESTOR AS "A RETIREMENT FUND ADMINISTERED BY A PUBLIC AGENCY FOR THE EXCLUSIVE BENEFIT OF FEDERAL, STATE OR LOCAL PUBLIC EMPLOYEES, INVESTMENT COMPANY REGISTERED UNDER THE INVESTMENT COMPANY ACT OF 1940 (15 U.S.C.A. §§ 80A-1 - 80A-64), COLLECTIVE INVESTMENT TRUST ORGANIZED BY BANKS UNDER PART NINE OF THE RULES OF THE COMPTROLLER OF THE CURRENCY, CLOSED END INVESTMENT TRUST, CHARTERED OR LICENSED LIFE INSURANCE COMPANY OR PROPERTY AND CASUALTY INSURANCE COMPANY, BANKING AND OTHER CHARTERED OR LICENSED LENDING INSTITUTION, INVESTMENT ADVISOR REGISTERED UNDER THE INVESTMENT ADVISORS ACT OF 1940 (15 U.S.C.A. §§ 80B-1 - 80B-21), AND SUCH OTHER PERSONS AS THE BOARD MAY DETERMINE CONSISTENT WITH THIS PART."

**PRIVATE INVESTMENT FUND** - BOARD REGULATIONS DEFINE PRIVATE INVESTMENT FUND AS "AN ENTITY THAT MEETS THE DEFINITION OF "INVESTMENT COMPANY" UNDER SECTION 3(A)(1) OF THE INVESTMENT COMPANY ACT OF 1940 (15 U.S.C. 80A-3(A)(1)), BUT IS OTHERWISE EXEMPT FROM THE DEFINITION OF "INVESTMENT COMPANY" UNDER SECTION 3(C)(7) OF THE INVESTMENT COMPANY ACT OF 1940 (15 U.S.C. 80A-3 (C)(7))."

**REGISTERED INVESTMENT COMPANY** - BOARD REGULATIONS DEFINE A REGISTERED INVESTMENT COMPANY AS "AN INVESTMENT COMPANY THAT HAS REGISTERED WITH THE SEC PURSUANT TO THE INVESTMENT COMPANY ACT OF 1940."

**REGISTERED INVESTMENT ADVISER** — BOARD REGULATIONS DEFINE REGISTERED INVESTMENT ADVISER AS "AN INVESTMENT ADVISER THAT HAS REGISTERED WITH THE SEC PURSUANT TO THE INVESTMENT ADVISERS ACT OF 1940."

**LENDING INSTITUTION** — BOARD REGULATIONS DEFINE A LENDING INSTITUTION AS "A PERSON WHO HAS BEEN ISSUED A LICENSE TO LEND MONEY BY A STATE OR FEDERAL AGENCY OR A PERSON WHO SATISFIES THE DEFINITION OF "QUALIFIED INSTITUTIONAL BUYER" PURSUANT TO 17 C.F.R. § 230.144A."

**AFFILIATE, AFFILIATE OF OR PERSON AFFILIATED WITH** - 4 PA.C.S. § 1103 DEFINES AFFILIATE, AFFILIATE OF OR PERSON AFFILIATED WITH AS "A PERSON THAT DIRECTLY OR INDIRECTLY, THROUGH ONE OR MORE INTERMEDIARIES, CONTROLS, IS CONTROLLED BY OR IS UNDER COMMON CONTROL WITH A SPECIFIED PERSON."

**PRINCIPAL AFFILIATE** — BOARD REGULATIONS DEFINE PRINCIPAL AFFILIATE AS "AN INTERMEDIARY OR HOLDING COMPANY OF AN APPLICANT OR LICENSEE."

**PRINCIPAL ENTITY** — BOARD REGULATIONS DEFINE PRINCIPAL ENTITY AS "AN ENTITY THAT MEETS THE DEFINITION OF PRINCIPAL IN SECTION 1103 OF THE ACT (RELATING TO DEFINITIONS) OR IS OTHERWISE REQUIRED TO BE LICENSED AS A PRINCIPAL AND IS NOT AN INTERMEDIARY OR HOLDING COMPANY OF AN APPLICANT OR LICENSEE."

**SUBSIDIARY** — 4 PA.C.S. § 1103 DEFINES SUBSIDIARY AS "A PERSON OTHER THAN AN INDIVIDUAL. THE TERM INCLUDES:

- (1) A CORPORATION, ANY SIGNIFICANT PART OF WHOSE OUTSTANDING EQUITY SECURITIES ARE OWNED, SUBJECT TO A POWER OR RIGHT OF CONTROL, OR HELD WITH POWER TO VOTE, BY A HOLDING COMPANY OR AN INTERMEDIARY COMPANY;
- (2) A SIGNIFICANT INTEREST IN A PERSON, OTHER THAN AN INDIVIDUAL, WHICH IS OWNED, SUBJECT TO A POWER OR RIGHT OF CONTROL, OR HELD WITH POWER TO VOTE, BY A HOLDING COMPANY OR AN INTERMEDIARY COMPANY; OR
- (3) A PERSON DEEMED TO BE A SUBSIDIARY BY THE PENNSYLVANIA GAMING CONTROL BOARD."

**INTERMEDIARY** — 4 PA.C.S. § 1103 DEFINES INTERMEDIARY AS "A PERSON, OTHER THAN AN INDIVIDUAL, WHICH:

- (1) IS A HOLDING COMPANY WITH RESPECT TO A CORPORATION OR OTHER FORM OF BUSINESS ORGANIZATION, WHICH HOLDS OR APPLIES FOR A LICENSE UNDER THIS PART; AND
- (2) IS A SUBSIDIARY WITH RESPECT TO ANY HOLDING COMPANY."

**HOLDING COMPANY** — BOARD REGULATIONS DEFINE HOLDING COMPANY AS "A PERSON, OTHER THAN AN INDIVIDUAL, WHICH, DIRECTLY OR INDIRECTLY, OWNS, HAS THE POWER OR RIGHT TO CONTROL OR HAS THE POWER OR RIGHT TO VOTE 20% OR MORE OF THE OUTSTANDING VOTING SECURITIES OF A CORPORATION OR OTHER ENTITY. A HOLDING COMPANY INDIRECTLY HAS, HOLDS OR OWNS ANY SUCH POWER, RIGHT OR SECURITY IF IT DOES SO THROUGH AN INTEREST IN A SUBSIDIARY OR SUCCESSIVE SUBSIDIARIES."

**VOTING SECURITY** — BOARD REGULATIONS DEFINE VOTING SECURITY AS "A SECURITY OR OTHER INTEREST WHICH ENTITLES THE OWNER TO VOTE FOR THE ELECTION OF:

- (i) A DIRECTOR OF A CORPORATION.
- (ii) A PERSON PERFORMING FUNCTIONS SIMILAR TO A DIRECTOR WITH RESPECT TO AN ORGANIZATION WHETHER INCORPORATED OR UNINCORPORATED."

**FINANCIAL BACKER** — 4 PA.C.S. § 1103 DEFINES FINANCIAL BACKER AS "AN INVESTOR, MORTGAGEE, BONDHOLDER, NOTE HOLDER OR OTHER SOURCES OF EQUITY OR CAPITAL PROVIDED TO AN APPLICANT OR LICENSED ENTITY."



UNLESS OTHERWISE PROVIDED FOR IN THE GAMING ACT AND REGULATIONS, EACH PRINCIPAL; KEY EMPLOYEE; PERSON WITH CONTROLLING INTEREST; INSTITUTIONAL INVESTOR; UNDERWRITER AND FINANCIAL BACKER WHO IS A NATURAL PERSON MUST COMPLETE A MULTI-JURISDICTIONAL PHD AND PA SUPPLEMENT OR A PRINCIPAL/KEY EMPLOYEE WAIVER FORM. EACH PRINCIPAL; PERSON WITH CONTROLLING INTEREST; INSTITUTIONAL INVESTOR; UNDERWRITER AND FINANCIAL BACKER THAT IS AN ENTITY MUST COMPLETE A PRINCIPAL ENTITY FORM OR A PRINCIPAL WAIVER FORM - ENTITY.

THE ORIGINAL FORM, ONE PAPER COPY, AND ONE (1) COMPACT DISC (CD) CONTAINING ALL FORMS MUST BE SENT TO THE PENNSYLVANIA GAMING CONTROL BOARD, BUREAU OF LICENSING, 303 WALNUT STREET, FIFTH FLOOR, VERIZON TOWER, HARRISBURG, PENNSYLVANIA 17101 WITH THE APPROPRIATE FEE. PLEASE REFER TO THE LICENSING SECTION OF THE BOARD'S WEBSITE FOR CD FORMATTING REQUIREMENTS.

## 1. APPLICATION FEES

APPLICATION FEES MUST BE SUBMITTED WITH THE APPLICATION. THESE FEES ARE NON-REFUNDABLE DEPOSITS THAT WILL BE USED BY THE BOARD TO PROCESS AND INVESTIGATE THE ENTITY FILING THE FORM.

THERE MAY BE ADDITIONAL COSTS AND EXPENSES INCURRED BY THE BOARD IN ITS PROCESSING AND INVESTIGATION OF THE ENTITY FILING THE FORM, WHICH MUST BE REIMBURSED TO THE BOARD.

FEES SHALL BE PAID BY MONEY ORDER OR CHECK MADE PAYABLE TO THE "PENNSYLVANIA GAMING CONTROL BOARD." CASH WILL NOT BE ACCEPTED BY THE BOARD.

PRINCIPAL ENTITY ..... \$2,500.00

## 2. APPLICATION FORM INSTRUCTIONS

### A. GENERALLY

AS USED IN THE PRINCIPAL ENTITY FORM, THE WORDS "APPLICANT" AND "YOU" SHALL MEAN THE PRINCIPAL COMPLETING THIS PRINCIPAL ENTITY FORM.

AS USED IN THE PRINCIPAL ENTITY FORM, THE WORDS "BUSINESS ENTITY" SHALL MEAN THE MANUFACTURER; MANUFACTURER'S DESIGNEE; SUPPLIER; MANAGEMENT COMPANY; JUNKET ENTERPRISE OR SLOT MACHINE APPLICANT OR LICENSEE OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES FOR WHICH YOU ARE A PRINCIPAL.

ALL ENTRIES ON THE FORM MUST BE TYPED OR PRINTED IN BLOCK LETTERING. INITIALS AND SIGNATURES MUST BE HANDWRITTEN BY THE PERSON PROVIDING THE INFORMATION. IF THE ANSWERS ARE NOT LEGIBLE, THE APPLICATION MAY NOT BE ACCEPTED.

READ EACH QUESTION CAREFULLY PRIOR TO ANSWERING. ANSWER EVERY QUESTION COMPLETELY. DO NOT LEAVE BLANK SPACES. IF A QUESTION, SCHEDULE OR APPENDIX DOES NOT APPLY TO THE APPLICANT, WRITE "DOES NOT APPLY" IN RESPONSE TO THAT QUESTION, SCHEDULE OR APPENDIX.

ALL PAGES OF THE FORM MUST BE INITIALED BY THE APPLICANT. IF ADDITIONAL PAGES ARE REQUIRED IN ORDER TO ANSWER ANY QUESTION, ADDITIONAL PAGES MAY BE UTILIZED AND MUST BE ATTACHED TO THE FORM. BE SURE TO INDICATE THE NUMBER(S) OF THE QUESTION(S) BEING ANSWERED AND INITIAL EACH ADDITIONAL PAGE. SOME SCHEDULES MAY REQUIRE DISCLOSURE OF INFORMATION FOR MORE THAN ONE NATURAL PERSON OR ENTITY OR TYPE OF INFORMATION. IF THERE ARE MULTIPLE DISCLOSURES, MAKE ENOUGH ADDITIONAL COPIES OF THE BLANK SCHEDULE AND COMPLETE IT FOR EACH NATURAL PERSON OR ENTITY OR TYPE OF INFORMATION.

ALL REQUIRED DOCUMENTATION, SUCH AS BUSINESS FORMATION PAPERS, TAX RETURNS AND APPENDICES, MUST BE SUBMITTED AT THE TIME OF FILING THIS FORM.

THE APPLICATION FOR PENNSYLVANIA TAX CLEARANCE REVIEW MUST BE SIGNED BY APPLICANT.

ALL AFFIDAVITS, RELEASE AUTHORIZATIONS, AFFIRMATIONS, CERTIFICATIONS AND WAIVERS OF LIABILITY MUST BE SIGNED BY APPLICANT AND NOTARIZED. THE LICENSEE'S AFFIRMATION MUST BE SIGNED BY THE CEO OF THE BUSINESS ENTITY FOR WHICH APPLICANT IS A PRINCIPAL.

SHOULD YOU BE UNABLE TO UNDERSTAND THIS FORM FULLY IN ENGLISH, IT IS YOUR RESPONSIBILITY TO ACQUIRE ADEQUATE MEANS OF TRANSLATION. IF YOU SUBMIT A DOCUMENT TO THE BOARD THAT IS IN A LANGUAGE OTHER THAN ENGLISH, YOU MUST ALSO SUBMIT AN ENGLISH TRANSLATION COMPLIANT WITH BOARD REGULATIONS.

ALL NOTICES REGARDING YOUR APPLICATION WILL BE SENT TO THE ADDRESS YOU PROVIDE ON THIS FORM. YOU MUST IMMEDIATELY NOTIFY THE BOARD IF YOU CHANGE YOUR ADDRESS.

FAILURE TO ANSWER ANY QUESTION COMPLETELY AND TRUTHFULLY WILL RESULT IN DENIAL OF YOUR APPLICATION AND/OR REVOCATION OF YOUR LICENSE, REGISTRATION, CERTIFICATE OR PERMIT AND MAY SUBJECT YOU TO CRIMINAL PENALTIES UNDER 18 PA. C. S. A. §4903.

ANY PERSON WHO APPLIES FOR AND OBTAINS A LICENSE, REGISTRATION, CERTIFICATE OR PERMIT FROM THE BOARD MAY BE REQUIRED TO SUBMIT TO WARRANTLESS SEARCHES WHEN PRESENT IN A LICENSED GAMING FACILITY PURSUANT TO THE ACT.

CONFIDENTIAL INFORMATION (AS DEFINED IN 58 PA. CODE §401A.3) SUPPLIED TO THE BOARD OR OTHERWISE OBTAINED SHALL NOT BE REVEALED EXCEPT IN THE COURSE OF THE NECESSARY ADMINISTRATION OF THE ACT, OR UPON THE LAWFUL ORDER OF A COURT OF COMPETENT JURISDICTION OR, WITH THE APPROVAL OF THE ATTORNEY GENERAL, TO A DULY AUTHORIZED LAW ENFORCEMENT AGENCY. AN APPLICANT OR LICENSE, REGISTRATION, CERTIFICATE OR PERMIT HOLDER WAIVES ANY LIABILITY OF THE COMMONWEALTH OF PENNSYLVANIA AND ITS INSTRUMENTALITIES AND AGENTS FOR ANY DAMAGES RESULTING FROM ANY DISCLOSURE OR PUBLICATION IN ANY MANNER, OTHER THAN A WILLFULLY UNLAWFUL DISCLOSURE OR PUBLICATION.

PURSUANT TO BOARD REGULATIONS, ONCE THE APPLICATION HAS BEEN FILED, APPLICANT MAY NOT WITHDRAW ITS APPLICATION WITHOUT THE PERMISSION OF THE BOARD.

ALL REQUIRED DOCUMENTATION MUST BE SUBMITTED AT THE TIME OF FILING THIS FORM. FURTHER, PURSUANT TO BOARD REGULATIONS, THE APPLICANT IS UNDER A CONTINUING DUTY TO PROMPTLY NOTIFY THE BOARD IF THERE IS A CHANGE IN THE INFORMATION PROVIDED TO THE BOARD.

A LICENSE, PERMIT, CERTIFICATION OR REGISTRATION ISSUANCE, RENEWAL OR OTHER APPROVAL ISSUED BY THE BOARD IS A REVOCABLE PRIVILEGE. NO PERSON HOLDING A LICENSE, PERMIT, CERTIFICATION OR REGISTRATION, RENEWAL, OR OTHER APPROVAL IS DEEMED TO HAVE ANY PROPERTY RIGHTS RELATED TO THE LICENSE, PERMIT, CERTIFICATION OR REGISTRATION.

**B. PRINCIPAL ENTITY FORM**

UNLESS OTHERWISE PROVIDED FOR IN THE GAMING ACT AND REGULATIONS, EACH PRINCIPAL; PERSON WITH CONTROLLING INTEREST, INSTITUTIONAL INVESTOR AND FINANCIAL BACKER THAT IS AN ENTITY MUST COMPLETE THE PRINCIPAL ENTITY FORM.

APPLICANT IS SUBMITTING THIS PRINCIPAL ENTITY FORM BECAUSE IT IS A PRINCIPAL OF Stadium Casino, LLC

DESCRIBE THE RELATIONSHIP BETWEEN APPLICANT AND BUSINESS ENTITY NAMED ABOVE, INCLUDING AMOUNTS AND TERMS OF OWNERSHIP AND CONTROL.

Applicant is the sole trustee of the Sterling Investors Trust, which is the sole member of Stadium Casino Investors, LLC, a single member Delaware limited liability company, which holds a 50% membership in Stadium Casino, LLC; the operator Applicant.

IF YOU HAVE ANY QUESTIONS REGARDING THE APPLICATION PACKAGE FORMS OR THE INFORMATION REQUIRED TO COMPLETE ANY APPLICATION, PLEASE CONTACT THE PENNSYLVANIA GAMING CONTROL BOARD - THE BUREAU OF LICENSING AT (717) 346-8300.

# **APPLICANT INFORMATION**

<b>APPLICANT'S BUSINESS NAME</b>			
BUSINESS NAME AS IT APPEARS ON APPLICANT'S CERTIFICATE OF INCORPORATION, CHARTER, BYLAWS, PARTNERSHIP AGREEMENT OR OTHER OFFICIAL DOCUMENTS (SPELL OUT COMPLETE NAME, DO NOT USE ABBREVIATIONS)			
<b>Sterling Fiduciary Services, Inc.</b>			
TRADE NAME(S) AND DOING BUSINESS AS ("DBA") NAMES			
Does Not Apply			
IS THE APPLICANT A MINORITY OR WOMEN'S BUSINESS ENTERPRISE THAT IS CERTIFIED BY THE BUREAU OF MINORITY AND WOMEN'S BUSINESS ENTERPRISE OF THE DEPARTMENT OF GENERAL SERVICES? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO			
IF YES, PROVIDE CERTIFICATION NUMBER _____			
<b>APPLICANT'S PRINCIPAL ADDRESS</b>			
ADDRESS LINE 1			
c/o The Corporation Trust Company of Nevada			
ADDRESS LINE 2			
311 South Division Street			
ADDRESS LINE 3			
CITY		STATE/PROVINCE	POSTAL CODE
Carson City		Nevada	89703
COUNTRY		EMAIL ADDRESS	
U.S.A.		Does Not Apply	
COUNTY	TOWNSHIP	WEB URL	
Does Not Apply	Does Not Apply	Does Not Apply	
PHONE NUMBER ( )		FAX NUMBER ( )	
Does Not Apply		Does Not Apply	
<b>APPLICANT'S ADDRESS IN PENNSYLVANIA (IF APPLICABLE)</b>			
ADDRESS LINE 1			
Does Not Apply			
ADDRESS LINE 2			
ADDRESS LINE 3			
CITY		STATE/PROVINCE	POSTAL CODE
COUNTRY		EMAIL ADDRESS	
COUNTY	TOWNSHIP	WEB URL	
PHONE NUMBER ( )		FAX NUMBER ( )	
<b>CONTACT NAME FOR THIS APPLICATION</b>			
FIRST NAME	MIDDLE NAME	LAST NAME	SUFFIX (JR., SR., ETC.)
Alan	C.	Kohler	
TITLE		INDIVIDUAL EMAIL ADDRESS	
Attorney			
PHONE NUMBER ( )		FAX NUMBER ( )	
<b>APPLICANT'S FORM OF ORGANIZATION</b>			
CHECK ONE			
<input type="checkbox"/> SOLE PROPRIETORSHIP	<input type="checkbox"/> PARTNERSHIP	<input type="checkbox"/> LIMITED PARTNERSHIP	<input checked="" type="checkbox"/> C-CORPORATION
<input type="checkbox"/> LIMITED LIABILITY COMPANY	<input type="checkbox"/> S-CORPORATION	<input type="checkbox"/> TRUST	
<input type="checkbox"/> OTHER (DESCRIBE) _____			





APPLICANT'S ORGANIZATION DOCUMENTS	
STATE OF INCORPORATION, REGISTRATION OR OTHER TYPE OF FORMATION <b>Nevada</b>	DATE OF FORMATION <b>10/31/2012</b>
APPLICANT'S BUSINESS NAME AS IT APPEARS ON THE FORMATION DOCUMENTS <b>Sterling Fiduciary Services, Inc.</b>	
LIST ALL STATES IN WHICH THE APPLICANT IS CURRENTLY REGISTERED OR AUTHORIZED TO DO BUSINESS <b>Does Not Apply</b>	
IS APPLICANT REGISTERED OR AUTHORIZED TO DO BUSINESS IN THE COMMONWEALTH OF PENNSYLVANIA? <input type="checkbox"/> YES <input checked="" type="checkbox"/> NO	
APPLICANT'S IDENTIFICATION NUMBERS	
FEDERAL EMPLOYER IDENTIFICATION NUMBER/EIN [REDACTED]	PA UNEMPLOYMENT COMPENSATION ACCOUNT NUMBER [REDACTED]
PA DEPARTMENT OF REVENUE CORPORATE BOX NUMBER [REDACTED]	PA LIQUOR CONTROL BOARD LICENSE NUMBER <b>Does Not Apply</b>
PA WORKERS COMPENSATION POLICY NUMBER [REDACTED]	PA DEPARTMENT OF STATE - ENTITY NUMBER <b>Does Not Apply</b>
DOES THE APPLICANT HAVE ANY OUTSTANDING TAX LIABILITIES TO EITHER THE COMMONWEALTH OF PENNSYLVANIA OR ANY OTHER STATE OR THE FEDERAL GOVERNMENT? [REDACTED]	
IF YOU ANSWER YES, PROVIDE DETAILS CONCERNING ALL OUTSTANDING TAX LIABILITIES.	
CRIMINAL HISTORY	
THE NEXT SECTION ASKS ABOUT ANY OFFENSES OR CHARGES APPLICANT OR ANY OF ITS OFFICERS, DIRECTORS/PARTNERS OR TRUSTEES MAY HAVE COMMITTED OR HAD FILED AGAINST THEM. PRIOR TO ANSWERING THIS QUESTION, CAREFULLY REVIEW THE DEFINITIONS AND INSTRUCTIONS THAT FOLLOW.	
DEFINITIONS	<p>FOR PURPOSES OF THIS SECTION:</p> <p>A. "CRIME OR OFFENSE" INCLUDES ALL FELONIES AND MISDEMEANORS, AS WELL AS SUMMARY OFFENSES THAT MAY HAVE REQUIRED YOU TO APPEAR BEFORE A LAW ENFORCEMENT AGENCY, STATE OR FEDERAL GRAND JURY, JUSTICE COURT, MUNICIPAL COURT, CITY COURT, TRAFFIC COURT, MILITARY COURT OR ANY OTHER COURT EXCEPT JUVENILE COURT. INCLUDE ALL DUI/DWI OFFENSES.</p> <p>B. "ARREST" INCLUDES ANY TIME THAT YOU WERE STOPPED BY A POLICE OFFICER OR OTHER LAW ENFORCEMENT OFFICER AND ADVISED THAT YOU WERE UNDER ARREST, DETAINED, HELD FOR QUESTIONING, REQUESTED BY A POLICE OFFICER OR LAW ENFORCEMENT OFFICER TO COME TO A POLICE STATION AND ANSWER QUESTIONS, TAKEN INTO CUSTODY BY ANY POLICE OFFICER OR OTHER LAW ENFORCEMENT OFFICER, FINGERPRINTED, HELD IN JAIL, OR INSTRUCTED TO APPEAR IN COURT OR SUBPOENAED TO ANSWER FOR CONDUCT WHICH IS A CRIME AS HAS BEEN DEFINED IN PARAGRAPH "A."</p> <p>C. "CHARGE" INCLUDES ANY INDICTMENT, COMPLAINT, INFORMATION, SUMMONS, CITATION OR OTHER NOTICE OF THE ALLEGED COMMISSION OF ANY CRIME OR OFFENSE AS DEFINED IN PARAGRAPH "A."</p>
INSTRUCTIONS	<p>1. ANSWER "YES" AND PROVIDE ALL INFORMATION TO THE BEST OF YOUR ABILITY EVEN IF:</p> <p>A. YOU DID NOT COMMIT THE OFFENSE CHARGED;</p> <p>B. THE ARREST OR CHARGES WERE DISMISSED OR THE CHARGES WERE SUBSEQUENTLY DOWNGRADED TO A LESSER CHARGE;</p> <p>C. YOU PLEADED NOT GUILTY OR NOLO CONTENDERE;</p>

	<p>D. YOU COMPLETED AN ACCELERATED REHABILITATIVE DISPOSITION ("ARD") OR EQUIVALENT DIVERSIONARY PROGRAM;</p> <p>E. THE CHARGES OR CONVICTION WERE EXPUNGED FROM YOUR RECORD, EVEN IF YOU HAVE EXPUNGEMENT PAPERS;</p> <p>F. YOU WERE NOT CONVICTED OR WERE FOUND "NOT GUILTY";</p> <p>G. YOU DID NOT SERVE ANY TIME IN PRISON OR JAIL;</p> <p>H. THE ARRESTS, CHARGES OR OFFENSES HAPPENED A LONG TIME AGO;</p> <p>I. YOU WERE ARRESTED OR CHARGED IN ANOTHER STATE (A STATE OTHER THAN PENNSYLVANIA);</p> <p>J. YOU WERE NEVER PHYSICALLY TAKEN INTO CUSTODY AND/OR TRANSPORTED TO A POLICE STATION OR JAIL.</p> <p>2. ANSWER "NO" IF:</p> <p>A. YOU HAVE NEVER BEEN ARRESTED OR CHARGED WITH ANY CRIME OR OFFENSE;</p> <p>B. YOUR ARREST HAPPENED WHEN YOU WERE UNDER 18 YEARS OF AGE AND YOUR COURT APPEARANCE WAS IN JUVENILE COURT.</p> <p><b>FAILURE TO FULLY ANSWER THIS QUESTION MAY RESULT IN THE DENIAL OF YOUR APPLICATION.</b></p>
<p>1. HAS APPLICANT OR ANY OF ITS OFFICERS, DIRECTORS/PARTNERS OR TRUSTEES EVER BEEN INDICTED, CHARGED WITH OR CONVICTED OF A CRIMINAL OFFENSE OR BEEN A PARTY TO OR NAMED AS AN UNINDICTED CO-CONSPIRATOR IN ANY CRIMINAL PROCEEDING IN THE COMMONWEALTH OR ANY OTHER JURISDICTION?</p> <p>IF YOU ANSWER YES, YOU MUST COMPLETE <u>SCHEDULE 6</u> CONCERNING CRIMINAL HISTORY.</p>	<p><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>
<p><b>TESTIMONY, INVESTIGATIONS OR POLYGRAPHS</b></p>	
<p>2. HAS APPLICANT OR ANY OF ITS OFFICERS, DIRECTORS/PARTNERS OR TRUSTEES EVER BEEN CALLED TO TESTIFY BEFORE, BEEN THE SUBJECT OF AN INVESTIGATION CONDUCTED BY, OR REQUESTED TO TAKE A POLYGRAPH EXAM BY ANY GOVERNMENTAL AGENCY, COURT, COMMITTEE, GRAND JURY OR INVESTIGATORY BODY (MUNICIPAL, STATE, COUNTY, PROVINCIAL, FEDERAL, NATIONAL, ETC.) OTHER THAN IN RESPONSE TO MINOR TRAFFIC RELATED OFFENSES?</p> <p>IF YOU ANSWER YES, YOU MUST COMPLETE <u>SCHEDULE 7</u> CONCERNING TESTIMONY, INVESTIGATIONS OR POLYGRAPHS.</p>	<p>[REDACTED]</p>
<p><b>ANTITRUST, TRADE REGULATION &amp; SECURITIES JUDGMENTS, STATUTORY AND REGULATORY VIOLATIONS</b></p>	
<p>3. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES EVER HAD A JUDGMENT, ORDER, CONSENT DECREE OR CONSENT ORDER PERTAINING TO A VIOLATION OR ALLEGED VIOLATION OF THE FEDERAL ANTITRUST, TRADE REGULATION OR SECURITIES LAWS, OR SIMILAR LAWS OF ANY STATE, PROVINCE OR COUNTRY ENTERED AGAINST IT?</p>	<p><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>
<p>4. IN THE PAST TEN (10) YEARS, HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES HAD A JUDGMENT, ORDER, CONSENT DECREE OR CONSENT ORDER PERTAINING TO ANY STATE OR FEDERAL STATUTE, REGULATION OR CODE THAT RESULTED IN A FINE OR PENALTY OF \$50,000 OR MORE ENTERED AGAINST IT?</p> <p>IF YOU ANSWER YES TO EITHER QUESTION, YOU MUST COMPLETE <u>SCHEDULE 9</u> CONCERNING ANTITRUST, TRADE REGULATION &amp; SECURITY JUDGMENTS, STATUTORY AND REGULATORY VIOLATIONS.</p>	<p><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>

BANKRUPTCY OR INSOLVENCY PROCEEDINGS	
5. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES HAD ANY PETITION UNDER ANY PROVISION OF THE FEDERAL BANKRUPTCY CODE OR UNDER ANY STATE INSOLVENCY LAW FILED BY OR AGAINST IT IN THE LAST TEN (10) YEAR PERIOD?	<input type="checkbox"/> YES <input type="checkbox"/> NO
6. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES SOUGHT RELIEF UNDER ANY PROVISION OF THE FEDERAL BANKRUPTCY CODE OR UNDER ANY STATE INSOLVENCY LAW IN THE LAST TEN (10) YEAR PERIOD?	<input type="checkbox"/> YES <input type="checkbox"/> NO
7. HAS A COURT APPOINTED ANY RECEIVER, FISCAL AGENT, TRUSTEE, REORGANIZATION TRUSTEE, OR SIMILAR OFFICER FOR APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES IN THE LAST TEN (10) YEARS?  If you answer YES to any of these questions, you must complete <b>SCHEDULE 10</b> CONCERNING BANKRUPTCY OR INSOLVENCY PROCEEDINGS.	<input type="checkbox"/> YES <input type="checkbox"/> NO
APPLICANT'S LICENSES AND PERMITS	
8. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES APPLIED FOR ANY LICENSE OR PERMIT BY A GOVERNMENT AGENCY FOR THE COLLECTION OF SALES AND USE TAX, SELLING AND SERVING LIQUOR AND MALT BEVERAGES, PROVIDING OVERNIGHT LODGING SERVICES OR ANY OTHER ACTIVITY REQUIRING A LICENSE OR PERMIT? A GOVERNMENT AGENCY AS USED HERE INCLUDES ANY SUBORDINATE CREATURE OF FEDERAL, STATE, NATIVE AMERICAN OR LOCAL GOVERNMENT CREATED TO CARRY OUT A GOVERNMENTAL FUNCTION OR TO IMPLEMENT A STATUTE OR STATUTES.  If you answer YES, you must complete <b>SCHEDULE 11</b> CONCERNING NON-GAMING LICENSES AND PERMITS.	<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO
9. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES APPLIED FOR ANY LICENSE OR PERMIT BY A GOVERNMENT AGENCY CHARGED WITH REGULATING GAMES OF CHANCE, INCLUDING BUT NOT LIMITED TO SLOT MACHINES, VIDEO LOTTERY TERMINALS, TABLE GAMES, HORSE RACING, JAI ALAI, ETC.? A GOVERNMENT AGENCY AS USED HERE INCLUDES ANY SUBORDINATE CREATURE OF FEDERAL, STATE, NATIVE AMERICAN OR LOCAL GOVERNMENT CREATED TO CARRY OUT A GOVERNMENTAL FUNCTION OR TO IMPLEMENT A STATUTE OR STATUTES.  If you answer YES, you must complete <b>SCHEDULE 12</b> CONCERNING GAMING LICENSES AND PERMITS.	<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO
APPLICANT'S CONTRIBUTIONS AND DISBURSEMENTS	
10. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, DIRECTORS, OFFICERS, EMPLOYEES OR ANY THIRD PARTIES ACTING FOR OR ON BEHALF OF APPLICANT MADE ANY BRIBES OR KICKBACKS OR MADE ANY PAYMENTS ALLEGED TO HAVE BEEN BRIBES OR KICKBACKS TO ANY EMPLOYEE, PERSON, COMPANY OR ORGANIZATION TO OBTAIN FAVORABLE TREATMENT?	<input type="checkbox"/>
11. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, DIRECTORS, OFFICERS, EMPLOYEES OR ANY THIRD PARTIES ACTING FOR OR ON BEHALF OF THE APPLICANT MADE ANY BRIBES OR KICKBACKS OR MADE ANY PAYMENTS ALLEGED TO HAVE BEEN BRIBES OR KICKBACKS TO ANY GOVERNMENT OFFICIAL, DOMESTIC OR FOREIGN TO OBTAIN FAVORABLE TREATMENT?	<input type="checkbox"/>
12. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, DIRECTORS, OFFICERS, EMPLOYEES OR ANY THIRD PARTIES ACTING FOR OR ON BEHALF OF APPLICANT LOANED FUNDS FOR THE PURPOSE OF OPPOSING OR SUPPORTING ANY GOVERNMENT, POLITICAL PARTY, CANDIDATE OR COMMITTEE, EITHER DOMESTIC OR FOREIGN?	<input type="checkbox"/>

13. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, DIRECTORS, OFFICERS, EMPLOYEES OR ANY THIRD PARTIES ACTING FOR OR ON BEHALF OF APPLICANT DONATED OR LOANED PROPERTY OR ANY OTHER THING OF VALUE FOR THE PURPOSE OF OPPOSING OR SUPPORTING ANY GOVERNMENT, POLITICAL PARTY, CANDIDATE OR COMMITTEE, EITHER DOMESTIC OR FOREIGN?	
14. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES MADE ANY LOANS, DONATIONS OR OTHER DISBURSEMENTS TO DIRECTORS, OFFICERS, EMPLOYEES OR ANY THIRD PARTIES FOR THE PURPOSE OF REIMBURSING SUCH INDIVIDUALS FOR POLITICAL CONTRIBUTIONS EITHER FOREIGN OR DOMESTIC?	
15. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES MAINTAINED ANY BANK ACCOUNT, DOMESTIC OR FOREIGN, NOT REFLECTED ON THE APPLICANT'S BOOKS OR RECORDS? <b>See Schedule 13</b>	
16. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES MAINTAINED ANY NUMBERED ACCOUNT OR ANY ACCOUNT IN THE NAME OF A NOMINEE FOR APPLICANT?	
IF YOU ANSWER YES TO ANY OF THESE QUESTIONS, YOU MUST COMPLETE <b>SCHEDULE 13</b> CONCERNING CONTRIBUTIONS AND DISBURSEMENTS.	

### APPLICATION CHECKLIST

PLACE A CHECKMARK IN EACH BOX NEXT TO EACH ITEM APPLICANT HAS ATTACHED TO THIS PRINCIPAL ENTITY FORM.

EACH ITEM MARKED AS MANDATORY MUST BE COMPLETED AND SUBMITTED AS PART OF THIS APPLICATION FORM. IF ANY ITEM IS MISSING, THE APPLICATION WILL BE CONSIDERED INCOMPLETE AND WILL NOT BE PROCESSED.

<input checked="" type="checkbox"/>	SCHEDULE 1: OTHER NAMES USED BY APPLICANT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 2: ADDRESSES USED BY APPLICANT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 3: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 4: APPLICANT'S OWNERS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 5: HISTORY OF INSURANCE CLAIMS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 6: CRIMINAL HISTORY	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 7: TESTIMONY, INVESTIGATIONS OR POLYGRAPHS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 8: EXISTING LITIGATION	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 9: ANTITRUST, TRADE REGULATION AND SECURITY JUDGMENTS; STATUTORY AND REGULATORY VIOLATIONS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 10: BANKRUPTCY OR INSOLVENCY PROCEEDINGS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 11: NON-GAMING LICENSES AND PERMITS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 12: GAMING LICENSES AND PERMITS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 13: APPLICANT'S CONTRIBUTIONS AND DISBURSEMENTS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 14: APPLICANT BACKGROUND PART 1	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 15: APPLICANT BACKGROUND PART 2	MANDATORY
<input checked="" type="checkbox"/>	APPLICATION FOR PENNSYLVANIA TAX CLEARANCE REVIEW	MANDATORY
<input checked="" type="checkbox"/>	AFFIDAVIT	MANDATORY
<input checked="" type="checkbox"/>	RELEASE AUTHORIZATION	MANDATORY
<input checked="" type="checkbox"/>	WAIVER OF LIABILITY	MANDATORY
<input checked="" type="checkbox"/>	LICENSEE'S AFFIRMATION	MANDATORY
<input checked="" type="checkbox"/>	PENNSYLVANIA POLITICAL CONTRIBUTIONS FORM	MANDATORY
<input checked="" type="checkbox"/>	FINANCIAL STATEMENT CERTIFICATION	MANDATORY

**APPENDICES: THE APPENDICES ARE DOCUMENTS THE APPLICANT MUST PROVIDE OR CREATE. THE APPENDICES ARE NOT REPRESENTED IN THE APPLICATION QUESTIONS OR ITS SCHEDULES. EACH APPENDIX SHALL BE PRESENTED IN A TABBED MANNER AND EACH TAB MUST INDICATE THE APPENDIX NUMBER AS LISTED BELOW. IF AN APPENDIX DOES NOT APPLY TO AN APPLICANT, WRITE "DOES NOT APPLY" ON THE APPENDIX PAGE.**

<input checked="" type="checkbox"/>	APPENDIX 1: EXISTING LITIGATION	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 2: AUDITED FINANCIAL STATEMENT FOR THE LAST FISCAL YEAR. IF THE APPLICANT DOES NOT NORMALLY HAVE ITS FINANCIAL STATEMENTS AUDITED, ATTACH UNAUDITED FINANCIAL STATEMENTS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 3: AUDITED FINANCIAL STATEMENTS FOR THE LAST FIVE (5) YEARS. IF THE APPLICANT DOES NOT NORMALLY HAVE ITS FINANCIAL STATEMENTS AUDITED, ATTACH UNAUDITED FINANCIAL STATEMENTS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 4: ANNUAL REPORTS FOR THE LAST FIVE (5) YEARS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 5: ANNUAL REPORTS PREPARED ON THE SEC'S 10K FOR THE LAST FIVE (5) YEARS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 6: A COPY OF THE LAST QUARTERLY UNAUDITED FINANCIAL STATEMENT.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 7: A COPY OR COPIES OF ANY INTERIM REPORTS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 8: A COPY OF THE LAST DEFINITIVE PROXY OR INFORMATION STATEMENT (SEC).	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 9: A COPY OF ALL REGISTRATION STATEMENTS FOR THE LAST FIVE (5) YEARS FILED IN ACCORDANCE WITH THE SECURITIES ACT OF 1933.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 10: COPIES OF ALL OTHER REPORTS PREPARED IN THE LAST FIVE (5) YEARS BY INDEPENDENT AUDITORS OF THE APPLICANT.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 11: CERTIFIED COPIES OF THE ARTICLES OF INCORPORATION, CHARTER, BYLAWS, PARTNERSHIP AGREEMENT OR OTHER OFFICIAL DOCUMENTS AND ALL AMENDMENTS AND PROPOSED AMENDMENTS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 12: CURRENT OWNERSHIP TABLE OF ORGANIZATION.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 13: COPIES OF 1120 FORMS, 941 FORMS AND ALL OTHER BUSINESS RELATED TAX FORMS FILED WITH THE IRS IN THE LAST FIVE (5) YEARS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 14: COPIES OF 5500 FORMS FILED WITH THE IRS IN THE LAST FIVE (5) YEARS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 15: DESCRIBE CRIMINAL HISTORY OF APPLICANT. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <b>SCHEDULE 6</b> . NARRATIVE INFORMATION ABOUT THE NATURE OF CHARGE OR COMPLAINT AND THE DISPOSITION MUST BE PROVIDED.	MANDATORY





LIST ALL OTHER NAMES UNDER WHICH APPLICANT HAS DONE BUSINESS AND GIVE APPROXIMATE TIME PERIODS DURING WHICH NAME WAS USED.

[illegible]





# **SCHEDULE 2: ADDRESSES USED BY APPLICANT**

PROVIDE ALL ADDRESSES, WHICH APPLICANT HAS USED OR FROM WHICH IT WAS CONDUCTING BUSINESS DURING THE LAST TEN (10) YEAR PERIOD, AND PROVIDE THE APPROXIMATE DATES DURING WHICH SUCH ADDRESSES WERE USED.

ADDRESS PURPOSE Registered Agent for Service of Process		ADDRESS USED FROM 10/31/12		ADDRESS USED TO Present	
ADDRESS LINE 1 c/o The Corporation Trust Company of Nevada		ADDRESS LINE 2 311 South Division Street		POSTAL CODE 89703	
ADDRESS LINE 3		CITY Carson City	STATE/PROVINCE Nevada	PHONE NUMBER	FAX NUMBER
COUNTRY U.S.A.	EMAIL ADDRESS Does Not Apply	( ) Does Not Apply		( ) Does Not Apply	
ADDRESS PURPOSE					
ADDRESS LINE 1		ADDRESS USED FROM		ADDRESS USED TO	
ADDRESS LINE 3		CITY	STATE/PROVINCE	PHONE NUMBER	POSTAL CODE
COUNTRY	EMAIL ADDRESS	( )		FAX NUMBER	( )
ADDRESS PURPOSE					
ADDRESS LINE 1		ADDRESS USED FROM		ADDRESS USED TO	
ADDRESS LINE 3		CITY	STATE/PROVINCE	PHONE NUMBER	POSTAL CODE
COUNTRY	EMAIL ADDRESS	( )		FAX NUMBER	( )
ADDRESS PURPOSE					
ADDRESS LINE 1		ADDRESS USED FROM		ADDRESS USED TO	
ADDRESS LINE 3		CITY	STATE/PROVINCE	PHONE NUMBER	POSTAL CODE
COUNTRY	EMAIL ADDRESS	( )		FAX NUMBER	( )



### SCHEDULE 3: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS, TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER.

FIRST NAME		MIDDLE NAME		LAST NAME		SUFFIX (JR., SR., ETC.)		DATE OF BIRTH	
Terrence		A.		Everett					
ADDRESS LINE 1				ADDRESS LINE 2				CITY	
[REDACTED]				[REDACTED]				[REDACTED]	
ADDRESS LINE 3				STATE/PROVINCE				POSTAL CODE	
[REDACTED]				[REDACTED]				[REDACTED]	
COUNTRY		EMAIL ADDRESS		PHONE NUMBER		FAX NUMBER			
[REDACTED]		[REDACTED]		[REDACTED]		[REDACTED]			
APPLICANT NAME: Sterling Fiduciary Services, Inc.									
CURRENT TITLE OR POSITION: N/A									
ADDRESS LINE 1				ADDRESS LINE 2				CITY	
c/o The Corporation Trust Company of Nevada				311 South Division Street				[REDACTED]	
ADDRESS LINE 3				STATE/PROVINCE				POSTAL CODE	
[REDACTED]				Nevada				89703	
COUNTRY		EMAIL ADDRESS		PHONE NUMBER		FAX NUMBER			
U.S.A.		[REDACTED]		[REDACTED]		[REDACTED]		( ) Does Not Apply	
DATES, TITLES AND/OR POSITIONS HELD (STARTING WITH CURRENT POSITION AND WORKING BACKWARDS)									
FROM DATE	TO DATE	TITLE OR POSITION		ANNUAL COMPENSATION & VALUE		COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)			
10/31/12	present	Vice President		[REDACTED]		[REDACTED]			
10/31/12	present	Secretary		[REDACTED]		[REDACTED]			
10/31/12	present	Director		[REDACTED]		[REDACTED]			

\* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS, TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER:

[illegible]

**\* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.**



PROVIDE THE FOLLOWING INFORMATION FOR EACH PERSON WHO HAS A DIRECT OWNERSHIP INTEREST IN A SLOT MACHINE APPLICANT OR LICENSEE AND ALL INDIVIDUALS WHO HAVE A 1% OR GREATER INDIRECT OWNERSHIP INTEREST IN A SLOT MACHINE, MANUFACTURER, SUPPLIER OR MANUFACTURER DESIGNEE APPLICANT OR LICENSEE. THIS INFORMATION IS NOT REQUIRED FOR INDIVIDUALS WHOSE INDIRECT OWNERSHIP INTEREST IS IN A PUBLICLY TRADED COMPANY, UNLESS THE INDIVIDUAL HOLDS INDIRECTLY A 5% OR MORE OWNERSHIP INTEREST. ALSO PROVIDE THE FOLLOWING INFORMATION FOR ENTITIES HOLDING A 5% OR MORE INDIRECT OWNERSHIP INTEREST USING THE SUCCESSIVE MULTIPLICATION FORMULA. HOWEVER, IF THE ENTITY IS A TRUST WHICH HOLDS AN INDIRECT OWNERSHIP INTEREST OF 1%, PLEASE PROVIDE THIS INFORMATION FOR THE TRUST.

[illegible]

• MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

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DESCRIBE THE NATURE, TYPE, TERMS AND CONDITIONS OF ALL INSURANCE CLAIMS RELATING TO THE BUSINESS ACTIVITIES OF APPLICANT AND ITS PARENT, AFFILIATES, SUBSIDIARIES, INTERMEDIARIES AND HOLDING COMPANIES FOR THE LAST TEN (10) YEAR PERIOD.

[illegible]

Initials,



**SCHEDULE 6: CRIMINAL HISTORY**

IF APPLICANT ANSWERED YES TO QUESTION 1 ON PAGE 3, PROVIDE THE FOLLOWING INFORMATION:

NAME OF CASE & DOCKET NUMBER	NATURE OF CHARGE OR COMPLAINT	DATE OF CHARGE OR COMPLAINT	CRIMINAL HISTORY INCIDENT DISPOSITION (ACQUITTED, CONVICTED, DISMISSED, ETC.)	NAME AND ADDRESS OF LAW ENFORCEMENT AGENCY OR COURT INVOLVED	SENTENCE	NAME OF OFFICER, DIRECTOR/PARTNER OR TRUSTEE
Does Not Apply						



## SCHEDULE 7: TESTIMONY, INVESTIGATIONS OR POLYGRAPHS

**IF APPLICANT ANSWERED YES TO QUESTION 2 ON PAGE 3, PROVIDE THE FOLLOWING INFORMATION:**

Year	1900	1910	1920	1930	1940	1950	1960	1970	1980	1990	2000
Population (millions)	1.5	1.6	1.7	1.8	1.9	2.0	2.1	2.2	2.3	2.4	2.5
GDP (billions of dollars)	10	15	20	25	30	35	40	45	50	55	60
Life expectancy (years)	45	50	55	60	65	70	75	80	85	90	95
Urban population (%)	10	15	20	25	30	35	40	45	50	55	60
Industrial production (index)	100	120	140	160	180	200	220	240	260	280	300
Exports (billions of dollars)	5	10	15	20	25	30	35	40	45	50	55
Imports (billions of dollars)	3	6	9	12	15	18	21	24	27	30	33
Foreign aid (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Research and development (billions of dollars)	0.2	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0
Healthcare spending (billions of dollars)	0.1	0.2	0.4	0.6	0.8	1.0	1.2	1.4	1.6	1.8	2.0
Education spending (billions of dollars)	0.1	0.2	0.3	0.4	0.5	0.6	0.7	0.8	0.9	1.0	1.1
Government spending (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Private sector investment (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Consumer spending (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Business investment (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Government investment (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Private investment (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Government revenue (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Private revenue (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Government expenditure (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Private expenditure (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Government deficit (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Private deficit (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Government surplus (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Private surplus (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Government debt (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Private debt (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Government assets (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Private assets (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Government liabilities (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Private liabilities (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Government net worth (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Private net worth (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5	5.0	5.5
Government savings (billions of dollars)	0.5	1.0	1.5	2.0	2.5	3.0	3.5	4.0	4.5		

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14

**Initial**

[illegible][illegible]

... 14-A

... 14-A

**Initials**

## This image shows a blank page from a document. There are several faint, thin horizontal lines visible across the middle portion of the page, which appear to be scanning artifacts or remnants of text from the reverse side. The rest of the page is completely white and contains no other markings or text.

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14-8

**Initials**





# **SCHEDULE 8: EXISTING LITIGATION**

PROVIDE THE FOLLOWING INFORMATION AND ATTACH AS APPENDIX 1 A DESCRIPTION OF ALL EXISTING CIVIL LITIGATION TO WHICH APPLICANT IS PRESENTLY A PARTY, WHETHER IN THIS COMMONWEALTH OR IN ANOTHER JURISDICTION. DO NOT INCLUDE ANY LITIGATION IN WHICH THE DAMAGES MAY NOT REASONABLY BE EXPECTED TO EXCEED \$100,000, OR LITIGATION IN WHICH DAMAGES MAY BE EXPECTED TO EXCEED \$100,000, BUT WHICH INVOLVES CLAIMS AGAINST APPLICANT WHICH ARE FULLY AND COMPLETELY COVERED UNDER AN INSURANCE POLICY HELD BY THE APPLICANT WITH A LICENSED INSURANCE CARRIER. THIS DESCRIPTION MUST INCLUDE THE TITLE AND DOCKET NUMBER OF THE LITIGATION, THE NAME AND LOCATION OF THE COURT BEFORE WHICH IT IS PENDING, THE IDENTITY OF ALL PARTIES TO THE LITIGATION AND THE GENERAL NATURE OF ALL CLAIMS BEING MADE.

<p><b>Does Not Apply</b></p>	
<p>NAME OF CASE AND DOCKET NUMBER</p>	<p><b>EXISTING LITIGATION</b> LOCATION AND NAME OF COURT BEFORE WHICH LITIGATION IS PENDING</p>
<p>NAMES OF ALL PARTIES TO LITIGATION</p>	
<p>NATURE OF THE CLAIMS</p>	
<p>NAME OF CASE AND DOCKET NUMBER</p>	<p><b>EXISTING LITIGATION</b> LOCATION AND NAME OF COURT BEFORE WHICH LITIGATION IS PENDING</p>
<p>NAMES OF ALL PARTIES TO LITIGATION</p>	
<p>NATURE OF THE CLAIMS</p>	



**SCHEDULE 9: ANTI-TRUST, TRADE REGULATION & SECURITY JUDGMENTS; STATUTORY AND REGULATORY VIOLATIONS**

IF APPLICANT ANSWERED YES TO QUESTIONS 3 OR 4 ON PAGE 3, PROVIDE THE FOLLOWING INFORMATION:

NAME OF CASE & DOCKET NUMBER	DATE OF JUDGMENT, ORDER OR DECREE	NAME AND ADDRESS OF AGENCY OR COURT INVOLVED
Does Not Apply		
NATURE OF OFFENSE		
DISPOSITION <input type="checkbox"/> ACQUITTED <input type="checkbox"/> CONVICTED <input type="checkbox"/> DISMISSED <input type="checkbox"/> OTHER		
NATURE OF JUDGMENT, DECREE OR ORDER		
NAME OF CASE & DOCKET NUMBER	DATE OF JUDGMENT, ORDER OR DECREE	NAME AND ADDRESS OF AGENCY OR COURT INVOLVED
Violation		
NATURE OF OFFENSE		
DISPOSITION <input type="checkbox"/> ACQUITTED <input type="checkbox"/> CONVICTED <input type="checkbox"/> DISMISSED <input type="checkbox"/> OTHER		
NATURE OF JUDGMENT, DECREE OR ORDER		



**SCHEDULE 10: BANKRUPTCY OR INSOLVENCY PROCEEDINGS**

IF APPLICANT ANSWERED YES TO QUESTIONS 5, 6 AND/OR 7 ON PAGE 4, PROVIDE THE FOLLOWING:

NAME OF CASE & DOCKET NUMBER		DATE PETITION FILED OR RELIEF SOUGHT	DATE JUDGMENT OR RELIEF ENTERED	NAME OF COURT APPOINTED RECEIVER, AGENT OR TRUSTEE	DATE RECEIVER, AGENT OR TRUSTEE APPOINTED
Does Not Apply					
NATURE OF JUDGMENT OR RELIEF					



**SCHEDULE 11: Non-Gaming Licenses and Permits**

IF APPLICANT ANSWERED YES TO QUESTION 8 ON PAGE 4, PROVIDE THE FOLLOWING INFORMATION FOR THE LAST TEN (10) YEAR PERIOD:

TYPE OF LICENSE OR PERMIT	NAME AND LOCATION OF GOVERNMENT AGENCY	APPLICATION NUMBER	DISPOSITION	DATE OF DISPOSITION	IF GRANTED, PROVIDE THE LICENSE/PERMIT NUMBER AND EXPIRATION DATE. IF DENIED, PENDING, EXPIRED, SUSPENDED, CONDITIONED, REVOKED OR WITHDRAWN, PROVIDE DETAILS.
See Application and Disclosure Information form of Greenwood Racing Inc. at Schedule 28.			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		





# **SCHEDULE 12: GAMING LICENSES AND PERMITS**

IF APPLICANT ANSWERED YES TO QUESTION 9 ON PAGE 4, PROVIDE THE FOLLOWING INFORMATION FOR THE LAST TEN (10) YEAR PERIOD:

APPLICANT LICENSING (GOVERNMENT ISSUED GAMING)					
TYPE OF LICENSE OR PERMIT	NAME AND LOCATION OF GOVERNMENT AGENCY	APPLICATION NUMBER	DISPOSITION	DATE OF DISPOSITION	IF GRANTED, PROVIDE THE LICENSE/PERMIT NUMBER AND EXPIRATION DATE. IF DENIED, PENDING, EXPIRED, SUSPENDED, CONDITIONED, REVOKED OR WITHDRAWN, PROVIDE DETAILS.
See Application and Disclosure Information form of Greenwood Racing Inc. at Schedule 29.			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		



IF APPLICANT ANSWERED YES TO ANY OF QUESTIONS 10 THROUGH 16 ON PAGES 4 AND 5 PROVIDE THE FOLLOWING INFORMATION FOR ANY PRESENT OR FORMER DIRECTORS, OFFICERS, EMPLOYEES OR THIRD PARTIES WHO WOULD HAVE KNOWLEDGE OR INFORMATION OF THE CONTRIBUTIONS AND/OR DISBURSEMENTS DURING THE LAST TEN (10) YEAR PERIOD:

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**Initials**



SCHEDULE 14: BUSINESS BACKGROUND PART 1

Provides fiduciary services to family members of a single family.	
Does Not Apply	
Does Not Apply	
Does Not Apply	
Does Not Apply	



SCHEDULE 15: BUSINESS BACKGROUND PART 2

DESCRIPTION OF BUSINESS DEVELOPMENTS, INCLUDING BANKRUPTCY, RECEIVERSHIP, OR SIMILAR PROCEEDINGS
Does Not Apply
DESCRIPTION OF ANY OTHER MATERIAL REORGANIZATION, READJUSTMENT, OR SUCCESSION OF APPLICANT OR ANY OF ITS SUBSIDIARIES OR ACQUISITIONS
Does Not Apply
HISTORY OF PREVIOUS BUSINESS CONDUCTED BY APPLICANT
Does Not Apply

## PENNSYLVANIA POLITICAL CONTRIBUTIONS FORM

IN THE CHART BELOW, PROVIDE THE REQUIRED INFORMATION FOR ALL POLITICAL CONTRIBUTIONS, MONETARY OR IN-KIND, TO A CANDIDATE FOR NOMINATION OR ELECTION TO ANY PUBLIC OFFICE IN THIS COMMONWEALTH, OR TO ANY POLITICAL COMMITTEE OR STATE PARTY IN THIS COMMONWEALTH OR TO ANY GROUP, COMMITTEE OR ASSOCIATION ORGANIZED IN SUPPORT OF ANY SUCH CANDIDATE, POLITICAL COMMITTEE, OR STATE PARTY ON OR AFTER THE DATE YOUR ENTITY'S APPLICATION WAS SUBMITTED TO THE PENNSYLVANIA GAMING CONTROL BOARD (BOARD). THE APPLICANT OR LICENSEE MUST LIST POLITICAL CONTRIBUTIONS BY ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, PRINCIPALS AND KEY EMPLOYEES WHO HOLD SIMILAR GAMING LICENSES IN OTHER JURISDICTIONS. DO NOT INCLUDE CONTRIBUTIONS TO CANDIDATES FOR FEDERAL OFFICES OR TO COMMITTEES OR GROUPS ORGANIZED SOLELY IN SUPPORT OF FEDERAL CANDIDATES.

IF THERE IS MORE THAN ONE CONTRIBUTION TO THE SAME CANDIDATE, POLITICAL COMMITTEE, STATE PARTY, ETC., SEPARATE ENTRIES MUST BE LISTED FOR EACH CONTRIBUTION.

NOTE: IF YOU NEED SPACE FOR ADDITIONAL ENTRIES, PLEASE MAKE ADDITIONAL COPIES OF THIS FORM.

DATE OF CONTRIBUTION	NAME AND ADDRESS OF THE CANDIDATE, POLITICAL COMMITTEE OR STATE PARTY, OR GROUP, COMMITTEE OR ASSOCIATION ORGANIZED IN SUPPORT OF SUCH CANDIDATE, POLITICAL COMMITTEE OR STATE PARTY	AMOUNT OR VALUE OF CONTRIBUTION
	Does Not Apply	

SIGNATURE OF CEO/AUTHORIZED SIGNATORY

DATE SIGNED

PRINTED NAME OF CEO/AUTHORIZED SIGNATORY – TITLE

\* IF A PERSON OTHER THAN THE CEO OF THIS ENTITY IS DESIGNATED TO EXECUTE THIS DOCUMENT, THE BOARD MUST BE PROVIDED WITH A RESOLUTION OR AN AFFIDAVIT, CERTIFIED AS TRUE AND CORRECT, IDENTIFYING THE INDIVIDUAL SO DESIGNATED, AUTHORIZING THAT INDIVIDUAL TO EXECUTE THE DOCUMENT ON BEHALF OF BOTH THE ENTITY AND THE CEO.

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**APPENDIX 1**

**EXISTING LITIGATION**

[REDACTED]

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**APPENDIX 2**

**AUDITED FINANCIAL STATEMENT FOR THE LAST FISCAL YEAR.**

**IF THE APPLICANT DOES NOT NORMALLY HAVE ITS FINANCIAL  
STATEMENTS AUDITED, ATTACH UNAUDITED FINANCIAL STATEMENTS.**



A handwritten signature or mark, possibly a stylized 'A' or 'L', located in the bottom right corner of the page.





**APPENDIX 3**

**AUDITED FINANCIAL STATEMENTS FOR THE LAST FIVE (5) YEARS.**

**IF THE APPLICANT DOES NOT NORMALLY HAVE ITS FINANCIAL  
STATEMENTS AUDITED, ATTACH UNAUDITED FINANCIAL STATEMENTS.**



A handwritten signature in black ink, consisting of a stylized, sweeping line.

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**APPENDIX 4**

**ANNUAL REPORTS FOR THE LAST FIVE (5) YEARS.**



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**APPENDIX 5**

**ANNUAL REPORTS PREPARED ON THE SEC'S 10K  
FOR THE LAST FIVE (5) YEARS.**

**Does Not Apply**



**APPENDIX 6**

**A COPY OF THE LAST QUARTERLY UNAUDITED FINANCIAL STATEMENT.**



*[Handwritten signature]*





**APPENDIX 7**

**A COPY OR COPIES OF ANY INTERIM REPORTS.**



A handwritten signature or mark consisting of a long, sweeping horizontal line that curves upwards at the right end, with a small vertical tick mark below the curve.

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**APPENDIX 8**

**A COPY OF THE LAST DEFINITIVE PROXY OR  
INFORMATION STATEMENT (SEC).**

**Does Not Apply**





**APPENDIX 9**

**A COPY OF ALL REGISTRATION STATEMENTS FOR THE LAST FIVE (5) YEARS  
FILED IN ACCORDANCE WITH THE SECURITIES ACT OF 1933.**

**Does Not Apply**



**APPENDIX 10**

**COPIES OF ALL OTHER REPORTS PREPARED IN THE LAST FIVE (5) YEARS BY  
INDEPENDENT AUDITORS OF THE APPLICANT.**



A handwritten signature or mark, possibly a stylized 'A' or 'L', located in the bottom right corner of the page.





**APPENDIX 11**

**CERTIFIED COPIES OF THE ARTICLES OF INCORPORATION, CHARTER,  
BYLAWS, PARTNERSHIP AGREEMENT OR OTHER OFFICIAL DOCUMENTS AND  
ALL AMENDMENTS AND PROPOSED AMENDMENTS.**

**See Attached**

# SECRETARY OF STATE



## CORPORATE CHARTER

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **STERLING FIDUCIARY SERVICES, INC.**, did on October 31, 2012, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on November 1, 2012.

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER  
Secretary of State

Certified By: G Ramos  
Certificate Number: C20121031-2153  
You may verify this certificate  
online at <http://www.nvsos.gov/>

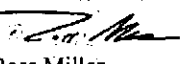


ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 4  
Carson City, Nevada 89701-4520  
(775) 684-6708  
Website: www.nysos.gov



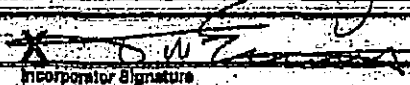

\*040102\*

## Articles of Incorporation (PURSUANT TO NRS CHAPTER 78)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20120746511-59</b> Filing Date and Time <b>10/31/2012 10:13 AM</b> Entity Number <b>E0567372012-5</b>
--	---

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	Sterling Fiduciary Services, Inc.			
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: The Corporation Trust Company of Nevada Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) OR <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity 311 South Division Street Carson City Nevada 89703 Street Address City State Zip Code Mailing Address (if different from above address) City State Zip Code			
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares with par value:	Per value per share: \$	Number of shares without par value:	1,000
4. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) Terrence A. Everett Name 515 South Flower Street, Suite 2900 Los Angeles CA 90071 Street Address City State Zip Code 2) _____ Name Street Address City State Zip Code			
5. Purpose: (optional; see instructions)	The purpose of the corporation shall be: Provide fiduciary services to family members of a single family.			
6. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	Terrence A. Everett Name 515 South Flower Street, Suite 2900 Los Angeles CA 90071 Address City State Zip Code  Incorporator Signature			
7. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity.  Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date			

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles  
Revised 3-10-11



**BY-LAWS**  
**OF**  
**STERLING FIDUCIARY SERVICES, INC.**  
**A NEVADA CORPORATION**

**ARTICLE I.**  
**OFFICES; PURPOSE**

Section 1.1 Registered Office - The registered office of this corporation (the "Corporation") shall be in the County of Carson City, 311 South Division Street, Carson City, State of Nevada.

Section 1.2 Other Offices - The Corporation may also have offices at such other places both within and without the State of Nevada as the Board of Directors may from time to time determine or the business of the Corporation may require.

Section 1.3 Purpose - The purpose of this Corporation is to serve as a trustee of one or more trusts in which family members of a single family are grantors and beneficiaries pursuant to Chapter 669A of the Nevada Revised Statutes ("NRS").

**ARTICLE II.**  
**MEETINGS OF STOCKHOLDERS**

Section 2.1 Place - All annual meetings of the stockholders shall be held at the registered office of the Corporation or at such other place within or without the State of Nevada as the directors shall determine. Special meetings of the stockholders may be held at such time and place within or without the State of Nevada as shall be stated in the notice of the meeting, or in a duly executed waiver of notice thereof.

Section 2.2 Annual Meetings - Annual meetings of the stockholders, commencing with the year 2013, shall be held on the first Monday in March each year if not a legal holiday and, if a legal holiday, then on the next secular day following, or at such other time as may be set by the Board of Directors from time to time, at which the stockholders shall elect by vote a Board of Directors and transact such other business as may properly be brought before the meeting.

Section 2.3 Special Meetings - Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the President or the Secretary by resolution of the Board of Directors (sometimes referred to herein as the "Board") or at the request in writing of stockholders owning a majority in amount of the entire capital stock of the Corporation issued and outstanding and entitled to vote. Such request shall state the purpose of the proposed meeting.

Section 2.4 Notices of Meetings - Notices of meetings shall be in writing and signed by the President or a Vice-President or the Secretary or an Assistant Secretary or by such other

person or persons as the directors shall designate. Such notice shall state the purpose or purposes for which the meeting is called and the time and the place, which may be within or without this State, where it is to be held. A copy of such notice shall be either delivered personally to or shall be mailed, postage prepaid, to each stockholder of record entitled to vote at such meeting not less than ten nor more than sixty days before such meeting. If mailed, it shall be directed to a stockholder at his address as it appears upon the records of the Corporation and upon such mailing of any such notice, the service thereof shall be complete and the time of the notice shall begin to run from the date upon which such notice is deposited in the mail for transmission to such stockholder. Personal delivery of any such notice to any officer of a corporation or association, to any member of a limited-liability company managed by its members, to any manager of a limited-liability company managed by managers, to any general partner of a partnership or to any trustee of a trust constitutes delivery of the notice to the corporation, association, limited-liability company, partnership or trust.

Section 2.5 Purpose of Meetings - Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 2.6 Quorum - The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the Articles of Incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2.7 Voting - When a quorum is present or represented at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall be sufficient to elect directors or to decide any questions brought before such meeting, unless the question is one upon which by express provision of the statutes or of the Articles of Incorporation, a different vote is required in which case such express provision shall govern and control the decision of such question.

Section 2.8 Share Voting - Each stockholder of record of the Corporation shall be entitled at each meeting of stockholders to one vote for each share of stock standing in his name on the books of the Corporation. Upon the demand of any stockholder, the vote for directors and the vote upon any question before the meeting shall be by ballot.

Section 2.9 Proxy - At the meeting of the stockholders, any stockholder may be presented and vote by a proxy or proxies appointed by an instrument in writing. In the event that any such instrument in writing shall designate two or more persons to act as proxies, a majority of such persons present at the meeting, or, if only one shall be present, then that one shall have and may exercise all of the powers conferred by such written instrument upon all of the persons so designated unless the instrument shall otherwise provide. No proxy or power of attorney to vote shall be used to vote at a meeting of the stockholders unless it shall have been

filed with the secretary of the meeting when required by the inspectors of election. All questions regarding the qualification of voters, the validity of proxies and the acceptance or rejection of votes shall be decided by the inspectors of election who shall be appointed by the Board of Directors, or if not so appointed, then by the presiding officer of the meeting.

Section 2.10 Written Consent in Lieu of Meeting - Any action which may be taken by the vote of the stockholders at a meeting may be taken without a meeting if authorized by the written consent of stockholders holding at least a majority of the voting power, unless the provisions of the statutes or of the Articles of Incorporation require a greater proportion of voting power to authorize such action in which case such greater proportion of written consents shall be required.

Section 2.11 Alternative Means for Participation at Meeting - Unless otherwise restricted by the Articles of Incorporation, stockholders may participate in a meeting of stockholders through electronic communications, videoconferencing, teleconferencing or other available technology which allows the stockholders to communicate simultaneously or sequentially. Participation in a meeting pursuant to this Section 2.11 constitutes presence in person at the meeting.

### ARTICLE III. DIRECTORS

Section 3.1 Powers - The business of the Corporation shall be managed by its Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the stockholders.

Section 3.2 Number of Directors - The number of directors which shall constitute the whole Board shall be two (2) consisting of one (1) Class A director and one (1) Class B director. The number of directors may from time to time be increased or decreased to not less than two (2) nor more than fourteen (14) by action of the Board of Directors. The directors shall be elected at the annual meeting of the stockholders and except as provided in Section 3.4 of this Article, each director elected shall hold office until his successor is elected and qualified. Directors need not be stockholders.

Section 3.3 Classes of Directors. There will be two (2) classes of directors: Class A and Class B. With respect to all matters to be determined by the Board of Directors, each Class A director shall have a single vote and each Class B director shall have two (2) votes.

Section 3.4 Vacancies - Vacancies in the Board of Directors, including those caused by an increase in the number of directors, may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his successor is elected at an annual or a special meeting of the stockholders. The holders of two-thirds of the outstanding shares of stock entitled to vote may at any time peremptorily terminate the term of office of all or any of the directors by vote at a meeting called for such purpose or by a written statement filed with the secretary or, in his absence, with any other officer. Such removal shall be effective immediately, even if

successors are not elected simultaneously and vacancies on the Board of Directors resulting therefrom shall be filled only by the stockholders.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any directors, or if the authorized number of directors is increased, or if the stockholders fail at any annual or special meeting of stockholders at which any director or directors are elected to elect the full authorized number of directors to be voted for at that meeting.

The stockholders may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors. If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, the Board or the stockholders shall have power to elect a successor to take office when the resignation is to become effective.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of his term of office.

**Section 3.5 Substantial Decisions.** The Corporation, in its capacity as trustee of a trust, and its directors, officers and employees are not authorized to take any action that constitutes a "Substantial Decision" as contemplated by Treasury Regulation § 301.7701-7(d)(1)(ii) of the IRC, without the affirmative approval of the Board of Directors. IRC shall mean the Internal Revenue Code of 1986, as amended from time to time. Substantial Decisions shall include, without limitation, the following:

- a. The timing and amount of distributions;
- b. The selection of beneficiaries;
- c. The power to determine whether receipts are allocable to income or principal;
- d. The power to terminate the trust;
- e. The power to compromise, arbitrate or abandon claims of the trust and decide whether to sue on behalf of or defend suits against the trust;
- f. The power to remove, add or replace a trustee;
- g. The power to appoint a successor trustee (even if such power is not accompanied by an unrestricted power to remove a trustee) unless the appointment is limited in such a way that it cannot be exercised in a manner that would alter the trust's residency; and
- h. The power to make investment decisions.

ARTICLE IV.  
MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1 Place - Regular meetings of the Board of Directors shall be held at any place within or without the State which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation regular meetings shall be held at the registered office of the Corporation. Special meetings of the Board may be held either at a place so designated or at the registered office.

Section 4.2 First Meeting - The first meeting of each newly elected Board of Directors shall be immediately following the adjournment of the meeting of stockholders and at the place thereof. No notice of such meeting shall be necessary to the directors in order legally to constitute the meeting, provided a quorum be present. In the event such meeting is not so held, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the Board of Directors.

Section 4.3 Regular Meetings - Regular meetings of the Board of Directors may be held without call or notice at such time and at such place as shall from time to time be fixed and determined by the Board of Directors.

Section 4.4 Special Meetings - Special Meetings of the Board of Directors may be called by the Chairman or the President or by any Vice-President or by any two directors.

Written notice of the time and place of special meetings shall be delivered personally to each director, or sent to each director by mail, facsimile, email or by other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the records or if not readily ascertainable, at the place in which the meetings of the directors are regularly held. In case such notice is mailed, it shall be deposited in the United States mail at least forty-eight (48) hours prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least twenty-four (24) hours prior to the time of holding of the meeting. Such mailing or delivery as above provided shall be due, legal and personal notice to such director.

Section 4.5 Notice - Notice of the time and place of holding an adjourned meeting need not be given to the absent directors if the time and place be fixed at the meeting adjourned.

Section 4.6 Waiver - The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, or a consent to holding such meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.7 Quorum - The directors holding a majority of the authorized director votes shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the

authorized director votes at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation. For the avoidance of doubt, if there is one authorized Class A Director (with one vote) and one authorized Class B Director (with two votes), the presence of directors having two or more votes shall constitute a quorum and the casting of two or more votes by the directors shall constitute an act or decision by the Board of Directors, unless a greater number is required by law or by the Articles of Incorporation. Any action of a majority of the authorized director votes, although not at a regularly called meeting, and the record thereof, if assented to in writing by all of the other members of the Board shall be as valid and effective in all respects as if passed by the Board in regular meeting.

Section 4.8 Adjournment - A quorum of the directors may adjourn any directors meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the directors present at any directors meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

Section 4.9 Written Consent in Lieu of Meeting - Any action which may be taken at a meeting of the Board of Directors or of a committee thereof may be taken without a meeting if, before or after the action, a written consent thereto is signed by all the members of the Board or the committee, except as provided in NRS Section 78.315(2).

Section 4.10 Alternative Means for Participation at Meeting - Unless otherwise restricted by the Articles of Incorporation, members of the Board of Directors, or of any committee designated by such Board, may participate in a meeting of the Board or committee through electronic communications, videoconferencing, teleconferencing or other available technology which allows the members to communicate simultaneously or sequentially. Participation in a meeting pursuant to this Section 4.10 constitutes presence in person at the meeting.

#### ARTICLE V. COMMITTEES OF THE BOARD

Section 5.1 Power to Designate - The Board of Directors may by resolution adopted by a majority of the authorized director votes, designate one or more committees of the Board of Directors, each committee to consist of one or more of the directors of the Corporation and such natural persons (who are not directors) as the Board may designate, and such committees, to the extent provided in the resolution, shall have and may exercise the power of the Board of Directors in the management of the business and affairs of the Corporation and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it. Such committees shall have such name or names as may be determined from time to time by the Board of Directors. At meetings of such committees, a majority of the members or alternate members shall constitute a quorum for the transaction of business, and the act of a majority of the members or alternate members at any meeting at which there is a quorum shall be the act of the committee.

Section 5.2 Regular Minutes - The committees shall keep regular minutes of their proceedings and report the same to the Board of Directors.

Section 5.3 Written Consent - Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

#### ARTICLE VI. COMPENSATION OF DIRECTORS

Section 6.1 Compensation - The directors may be paid their expenses of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director, if such is approved by the Board of Directors. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like reimbursement and compensation for attending committee meetings.

#### ARTICLE VII. NOTICES

Section 7.1 Notice - Notices to directors and stockholders shall be in writing and delivered personally or mailed to the directors or stockholders at their addresses appearing on the books of the Corporation. Notice by mail shall be deemed to be given at the time when the same shall be mailed. Notice to directors may also be given by facsimile or email.

Section 7.2 Consent - Whenever all parties entitled to vote at any meeting, whether of directors or stockholders, consent, either by a writing on the records of the meeting or filed with the secretary, or by presence at such meeting and oral consent entered on the minutes, or by taking part in the deliberations at such meeting without objection, the doings of such meetings shall be as valid as if they had occurred at a meeting regularly called and noticed, and at such meeting any business may be transacted which is not excepted from written consent or to the consideration of which no objection for want of notice is made at the time, and if any meeting be irregular for want of notice or of such consent, provided a quorum was present at such a meeting, the proceedings of said meeting may be ratified and approved and rendered likewise valid and the irregularity of defect therein waived by a writing signed by all parties having the right to vote at such meeting; and such consent or approval of stockholders may be by proxy or attorney, but all such proxies and powers of attorney must be in writing.

Section 7.3 Waiver of Notice - Whenever any notice whatsoever is required to be given under the provisions of the statutes, of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## ARTICLE VIII. OFFICERS

Section 8.1 Appointment of Officers - The officers of the Corporation shall be chosen by the Board of Directors and shall be a President, a Secretary and a Treasurer. Any person may hold two or more offices.

Section 8.2 Time of Appointment - The Board of Directors at its first meeting after each annual meeting of stockholders may choose a Chairman of the Board who shall be a director, and shall choose a President, a Secretary and a Treasurer, none of whom need be directors.

Section 8.3 Additional Officers - The Board of Directors may appoint a Vice-Chairman of the Board, Vice-Presidents and one or more Assistant Secretaries and Assistant Treasurers and such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 8.4 Salaries - The salaries and compensation of all officers of the Corporation shall be fixed by the Board of Directors, except as otherwise provided by these Bylaws.

Section 8.5 Vacancies - The officers of the Corporation shall hold office at the pleasure of the Board of Directors. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors.

Section 8.6 Chairman of the Board - The Chairman of the Board shall preside at meetings of the stockholders and the Board of Directors, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

Section 8.7 Vice-Chairman - The Vice-Chairman shall, in the absence or disability of the Chairman of the Board, perform the duties and exercise the powers of the Chairman of the Board and shall perform such other duties as the Board of Directors may from time to time prescribe.

Section 8.8 President - The President shall be the chief executive officer of the Corporation and shall have active management of the business of the Corporation. He shall execute on behalf of the Corporation all instruments requiring such execution except to the extent the signing and execution thereof shall be expressly designated by the Board of Directors to some other officer or agent of the Corporation.

Section 8.9 Vice-President - The Vice-President shall act under the direction of the President and in the absence or disability of the President shall perform the duties and exercise the powers of the President. They shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe. The Board of Directors may designate one or more Executive Vice-Presidents or may otherwise specify the order of seniority of the Vice-Presidents.



Section 8.10 Secretary - The Secretary shall act under the direction of the President. Subject to the direction of the President, he shall attend all meetings of the Board of Directors and all meetings of the stockholders and record the proceedings. He shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the President or the Board of Directors.

Section 8.11 Assistant Secretaries - The Assistant Secretaries shall act under the direction of the President. In order of their seniority, unless otherwise determined by the President or the Board of Directors, they shall, in the absence or disability of the Secretary, perform such other duties and exercise the powers of the Secretary. They shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe.

Section 8.12 Treasurer - the Treasurer shall act under the direction of the President. Subject to the direction of the President, he shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the President or the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

Section 8.13 Assistant Treasurer - The Assistant Treasurer in the order of their seniority, unless otherwise determined by the President or the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the President or the Board of Directors may from time to time prescribe.

## ARTICLE IX. CERTIFICATES OF STOCK

Section 9.1 Share Certificates - Every stockholder shall be entitled to have a certificate signed by the President or a Vice-President and the Treasurer or an Assistant Treasurer, or the Secretary of the Corporation, certifying the number of shares owned by him in the Corporation. If the Corporation shall be authorized to issue more than one class of stock or more than one series of any class, the designations, preferences and relative, participating, optional or other special rights of the various classes of stock or series thereof and the qualifications, limitations or restrictions of such rights, shall be set forth in full or summarized on the face or back of certificate which the Corporation shall issue to represent such stock.

Section 9.2 Transfer Agents - If a certificate is signed (a) by a transfer agent other than the Corporation or its employees or (b) by a registrar other than the Corporation or its employees, the signatures of the officers of the Corporation may be facsimiles. In case any officers who has signed or whose facsimile signature has been placed upon a certificate shall

cease to be such officer before such certificate is issued, such certificate may be issued with the same effect as though the person had not ceased to be such officer. The seal of the Corporation, or a facsimile thereof, may, but need not be, affixed to certificates of stock.

Section 9.3 Lost or Stolen Certificates - The Board of directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost or destroyed upon the making of an affidavit to that fact by the person claiming the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost or destroyed.

Section 9.4 Share Transfers - Upon surrender to the Corporation or the transfer agent of the Corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation, if it is satisfied that all provisions of the laws and regulations applicable to the Corporation regarding transfer and ownership of shares have been complied with, to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 9.5 Voting Shareholder - The Board of Directors may fix in advance a date not exceeding sixty (60) days nor less than ten (10) days preceding the date of any meeting of stockholders, or the date for the payment of any dividend, or date for the allotment of rights, or the date when any change or conversion or exchange of capital stock shall go into effect, or a date in connection with obtaining the consent of stockholders for any purpose, as a record date for determination of the stockholders entitled to receive payment of any such meeting, and any adjournment thereof, or entitled to receive payment of any such dividend, or to give such consent, and in such case, such stockholders, and only such stockholders as shall be stockholder of record on the date so fixed, shall be entitled to notice of and to vote at such meeting, or any adjournment thereof, or to receive payment of such dividend, or to receive such allotment of rights, or to exercise such rights, or to give such consent, as the case may be, notwithstanding any transfer of any stock on the books of the Corporation after any such record date fixed as aforesaid.

Section 9.6 Shareholders Record - The Corporation shall be entitled to recognize the person registered on its books as the owner of shares to be the exclusive owner for all purposes including voting and dividends, and the Corporation shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Nevada.

ARTICLE X.  
GENERAL PROVISIONS

Section 10.1 Dividends - Dividends upon the capital stock of the Corporation, subject to the provisions of the Articles of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property or in shares of the capital stock, subject to the provisions of the Articles of Incorporation.

Section 10.2 Reserves - Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends or for repairing or maintaining any property of the Corporation or for such other purpose as the directors shall think conducive to the interest of Corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 10.3 Checks - All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 10.4 Fiscal Year - The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 10.5 Corporate Seal - The Corporation may or may not have a corporate seal, as may from time to time be determined by resolution of the Board of Directors. If a corporate seal is adopted, it shall have inscribed thereon the name of the Corporation and the words "Corporate Seal" and "Nevada". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

ARTICLE XI.  
INDEMNIFICATION

Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or a person of whom he is the legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation or for its benefit as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the General Corporation Law of the State of Nevada (NRS Chapter 78) from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation. Such right of indemnification shall be a contract right

which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law or otherwise, as well as their rights under this Article.

The Board of Directors may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

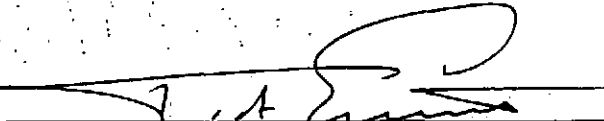
The Board of Directors may from time to time adopt further Bylaws with respect to indemnification and may amend these and such Bylaws to provide at all times the fullest indemnification permitted by the General Corporation Law of the State of Nevada.

## ARTICLE XII. AMENDMENTS

Section 12.1 By Shareholder - The Bylaws may be amended by a majority vote of all the stock issued and outstanding and entitled to vote at any annual or special meeting of the stockholders, provided notice of intention to amend shall have been contained in the notice of the meeting.

Section 12.2 By Board of Directors - The Board, by a majority vote of the authorized directors vote at any meeting, may amend these Bylaws, including Bylaws adopted by the stockholders, but the stockholders may from time to time specify particular provisions of the Bylaws which shall not be amended by the Board of Directors.

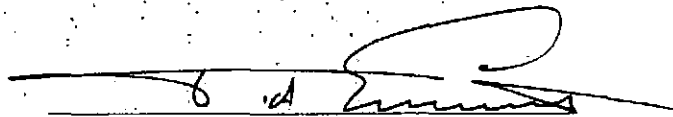
APPROVED AND ADOPTED this 31st day of October, 2012.

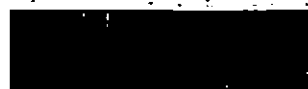
  
Terrence A. Everett, Secretary

CERTIFICATE OF SECRETARY

I hereby certify that I am the Secretary of Sterling Fiduciary Services, Inc., and that the foregoing Bylaws, consisting of twelve (12) pages, constitute the code of Bylaws of Sterling Fiduciary Services, Inc. as duly adopted at a regular meeting of the Board of Directors of the Corporation held October 31, 2012.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 31st day of October, 2012.

  
Terrence A. Everett, Secretary





**APPENDIX 12**

**CURRENT OWNERSHIP TABLE OF ORGANIZATION.**



A handwritten signature or mark, possibly a stylized 'A' or 'L', written in black ink.

SFSI







**APPENDIX 13**

**COPIES OF 1120 FORMS, 941 FORMS AND ALL OTHER BUSINESS RELATED TAX  
FORMS FILED WITH THE IRS IN THE LAST FIVE (5) YEARS.**



*[Handwritten signature]*

SFSI





**APPENDIX 14**

**COPIES OF 5500 FORMS FILED WITH THE IRS IN THE LAST FIVE (5) YEARS.**



A handwritten signature in black ink, consisting of a stylized 'A' or similar character.

SFSI





**APPENDIX 15**

**DESCRIBE CRIMINAL HISTORY OF APPLICANT.**

**Does Not Apply**